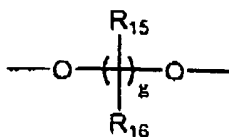


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Ar I is fused arylheterocyclenyl, fused arylheterocyclyl, heteroaryl, fused heteroarylcyaloalkenyl, fused heteroarylcyaloalkyl, fused heteroarylheterocyclenyl, or fused heteroarylheterocyclyl, all of which are optionally substituted;

Ar II is optionally substituted phenyl;



A is

B and E are a chemical bond;

a is 0-6;

b is 0-4;

c is 0;

d is 0;

g is 1-5;

R₁, R₂, R₃ and R₄ are, independently, hydrogen, halogen or alkyl;

Z is R₂₁O₂C-, R₂₁OC-, -CN, R₂₁O₂SHNCO-, R₂₁O₂SHN-, (R₂₁)₂NCO- or R₂₁O-; and

R₂₁ is independently hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;

R₁₅, R₁₆ are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxy carbonyl;

or a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

2. (Amended) A compound according to claim 1 wherein Ar I is optionally substituted azaheteroaryl, or optionally substituted fused arylheterocyclenyl or optionally substituted fused arylheterocyclyl.

8. (Amended) A compound according to claim 1 wherein a = 0; R₁₅ and R₁₆ are hydrogen; g is 1, 2, 3 or 4; and b = 0.

15. (Amended) A compound according to claim 1 wherein Z is
 $R_{21}O_2SHNCO-$, and R_{21} is phenyl.

29. (Amended) A compound according to claim 1 wherein Z is $-CO_2H$ or $-CN$.

30. (Twice Amended) A compound according to claim 1 wherein
an optionally substituted quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, N-alkyl-
quinolin-4-onyl, quinazolin-4-onyl, benzoxazolyl, benzimidazolyl, benzothiazolyl,
benzofuranyl, benzothiophenyl, indolyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl,
imidazolyl, pyrazol-yl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or
pyridazinyl group, wherein the substituent is a ring system substituent.

31. (Twice Amended) A compound according to claim 1 wherein
unsubstituted quinolin-2-yl, 3-substituted quinolin-2-yl, 4-substituted quinolin-2-yl, 6-
substituted quinolin-2-yl or 7 substituted quinolin-2-yl; an unsubstituted quinoxalin-2-
yl, 3-substituted quinoxalin-2-yl, 6-substituted quinoxalin-2-yl or 3,6-disubstituted
quinoxalin-2-yl; unsubstituted quinazolin-2-yl, 4-substituted quinazolin-2-yl or 6-
substituted quinazolin-2-yl; unsubstituted isoquinolin-3-yl, 6-substituted isoquinolin-
3-yl or 7-substituted isoquinolin-3-yl; 3-substituted-quinazolin-4-on-2-yl; N-
substituted quinolin-4-on-2-yl; 2-substituted-oxazol-4-yl or 2,5 disubstituted-oxazol-4-
yl; 4-substituted oxazol-2-yl or 4,5-disubstituted-oxazol-2-yl; 2-substituted thiazol-4-yl
or 2,5-disubstituted thiazol-4-yl; 4-substituted thiazol-2-yl or 4,5-disubstituted-
thiazol-2-yl; 5-substituted-[1,2,4]oxadiazol-3-yl; 3-substituted-[1,2,4] oxadiazol-5-yl;
5-substituted-imidazol-2-yl or 3,5-disubstituted-imidazol-2-yl; 2-substituted-imidazol-
5-yl or 2,3-disubstituted-imidazol-5-yl; 3-substituted-isoxazol-5-yl; 5-substituted-
isoxazol-3-yl; 5-substituted-[1,2,4] thiadiazol-3-yl; 3-substituted-[1,2,4]-thiadiazol-5-yl;
2-substituted-[1,3,4]-thiadiazol-5-yl; 2-substituted-[1,3,4]-oxadiazol-5-yl; 1-
substituted-pyrazol-3-yl; 3-substituted-pyrazol-5-yl; 3-substituted-[1,2,4]-triazol-5-yl;

C4
Sub
E3

1-substituted-[1,2,4]-triazol-3-yl; 3-substituted pyridin-2-yl, 5-substituted pyridin-2-yl, 6-substituted pyridin-2-yl or 3,5-disubstituted pyridin-2-yl; 3-substituted pyrazin-2-yl, 5-substituted pyrazin-2-yl, 6-substituted pyrazin-2-yl or 3,5 disubstituted-pyrazin-2-yl; 5-substituted pyrimidin-2-yl or 6-substituted-pyrimidin-2-yl; 6-substituted-pyridazin-3-yl or 4,6-disubstituted-pyridazin-3-yl; unsubstituted -benzothiazol-2-yl or 5-substituted-benzothiazol-2-yl; unsubstituted benzoxazol-2-yl or 5-substituted-benzoxazol-2-yl; unsubstituted -benzimidazol-2-yl or 5-substituted-benzimidazol-2-yl; unsubstituted -thiophen-2-yl, 3-substituted -thiophen-2-yl, 6-substituted -thiophen-2-yl or 3,6-disubstituted-thiophen-2-yl; unsubstituted -benzofuran-2-yl, 3-substituted-benzofuran-2-yl, 6-substituted-benzofuran-2-yl or 3,6-disubstituted-benzofuran-2-yl; 3-substituted-benzofuran-6-yl or 3,7-disubstituted-benzofuran-6-yl, wherein the substituent is a ring system substituent.

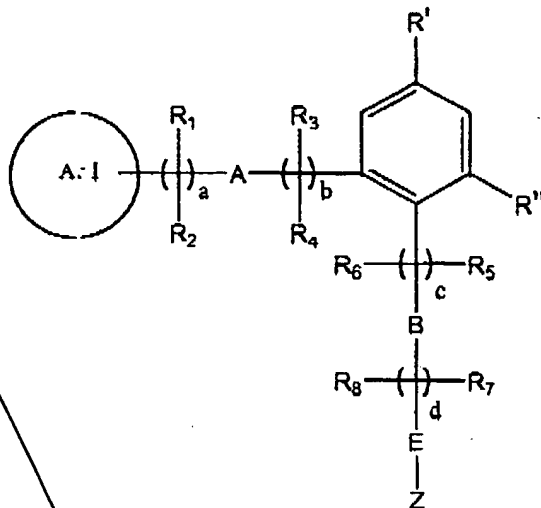
C5

54. (Amended) A method of treating a patient suffering from a physiological disorder capable of being modulated by a compound according to claim 1 having PPAR ligand binding activity, comprising administering to the patient a pharmaceutically effective amount of the compound.

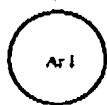
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D4

55. (Twice Amended) A method according to claim 54 wherein the disorder is associated with a physiological detrimental blood level of insulin, glucose, free fatty acids, or triglycerides.

97. (Amended) A compound as claimed in claim 1, which is of formula



wherein

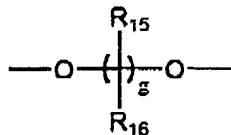


is optionally substituted heteroaryl;

a = 1;

b = 0;

R₁, R₂, R₃, R₄ are hydrogen



A is

R₁₅, R₁₆ are hydrogen;

c = 0;

d = 0;

g = 2, 3, 4 or 5;

B and E are a chemical bond;

Z is R₂₁O₂C-, R₂₁OC-, or R₂₁O-;

R₂₁ is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;

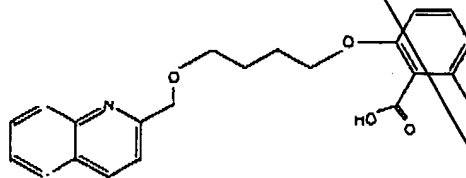
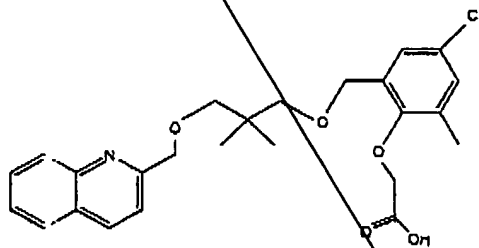
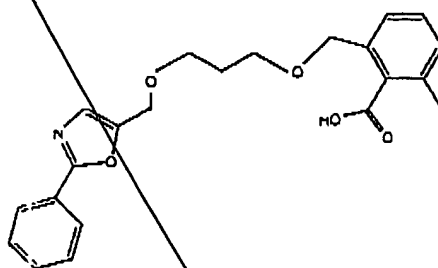
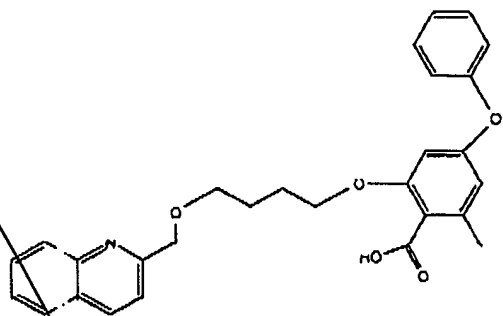
R' is hydrogen, lower alkyl, halo, alkoxy, aryloxy or aralkyloxy; and

R'' is lower alkyl, hydrogen, aralkyloxy, alkoxy, cycloalkylalkyloxy or halo, or

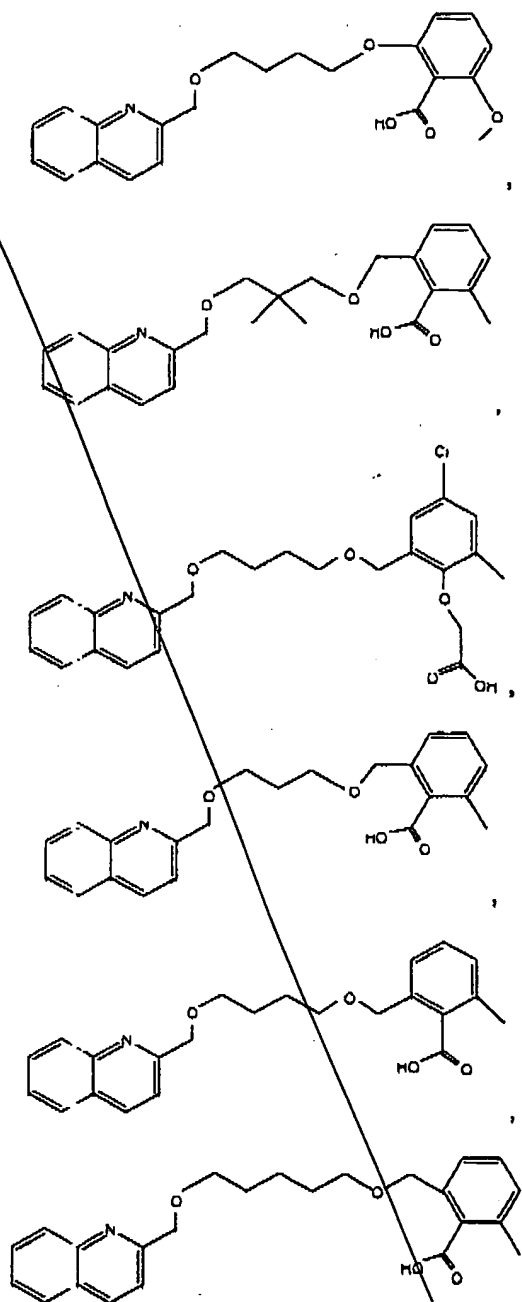
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Sub D9
a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

102. (New) A compound the according to claim 1, wherein the compound is



C7
Sub
D10



C